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[Proposed] Co-Lead Counsel for Plaintiffs

UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

JAMES G. BUSSING, Derivatively on Behalf)
of ASYST TECHNOLOGIES, INC.,)

Plaintiff,)

vs.)

STEPHEN S. SCHWARTZ, et al.,)

Defendants,)

– and –)

ASYST TECHNOLOGIES, INC., a California)
corporation,)

Nominal Defendant.)

No. 3:06-cv-04669-EDL

STIPULATION AND ~~[PROPOSED]~~ ORDER
CONSOLIDATING CASES FOR ALL
PURPOSES, APPOINTING LEAD
PLAINTIFFS AND CO-LEAD COUNSEL,
AND SETTING SCHEDULE FOR FILING
OF CONSOLIDATED COMPLAINT

[Caption continued on following page.]

1 THOMAS FLOOD, Derivatively on Behalf of) No. 3:06-cv-04944-SI
2 ASYST TECHNOLOGIES, INC.,)
3)
4 Plaintiff,)
5)
6 vs.)
7)
8 STEPHEN S. SCHWARTZ, et al.,)
9)
10 Defendants,)
11)
12 – and –)
13)
14 ASYST TECHNOLOGIES, INC., a California)
15 corporation,)
16)
17 Nominal Defendant.)
18)
19)
20)
21)
22)
23)
24)
25)
26)
27)
28)

WHEREAS, there are two related shareholder derivative actions purportedly brought on behalf of nominal defendant Asyst Technologies, Inc. (“Asyst”) against certain of its current directors and officers pending before this Court:

Abbreviated Case Name	Case Number	Date Filed
<i>Bussing v. Schwartz, et al.</i>	3:06-cv-04669-EDL	08/01/06
<i>Flood v. Schwartz, et al.</i>	3:06-cv-04944-SI	08/16/06

WHEREAS, the two related Asyst shareholder derivative actions arise out of the same purported transactions and occurrences and involve the same or substantially similar asserted issues of law and fact, and, therefore, should be consolidated for all purposes under Federal Rule of Civil Procedure 42(a); and

WHEREAS, at this time defendants take no position as to the appointment of James G. Bussing and Thomas Flood as Lead Plaintiffs and Lerach Coughlin Stoia Geller Rudman & Robbins LLP and The Weiser Law Firm, P.C. as Co-Lead Counsel.

THEREFORE, IT IS STIPULATED AND AGREED by plaintiffs and defendants, through their respective counsel of record, as follows:

I. CONSOLIDATION OF ACTIONS

1. The following actions are hereby consolidated for all purposes, including pretrial proceedings, trial and appeal:

Abbreviated Case Name	Case Number	Date Filed
<i>Bussing v. Schwartz, et al.</i>	3:06-cv-04669-EDL	08/01/06
<i>Flood v. Schwartz, et al.</i>	3:06-cv-04944-SI	08/16/06

2. The caption of these consolidated actions shall be “*In re Asyst Technologies, Inc. Derivative Litigation*” and the files of these consolidated actions shall be maintained in one file under Master File No. 3:06-cv-04669-EDL. Any other actions now pending or later filed in this Court which arise out of or are related to the same facts as alleged in the above-identified cases shall be consolidated for all purposes, if and when they are brought to the Court’s attention.

3. Every pleading filed in the consolidated actions, or in any separate action included herein, shall bear the following caption:

1 UNITED STATES DISTRICT COURT
 2 NORTHERN DISTRICT OF CALIFORNIA

3) No. 3:06-cv-04669-EDL
 4 In re ASYST TECHNOLOGIES, INC.)
 4 DERIVATIVE LITIGATION)
 5 _____)
 6 This Document Relates To:)
 6 _____)
 7

8 4. When a pleading is intended to be applicable to all actions governed by this Order,
 9 the words "All Actions" shall appear immediately after the words "This Document Relates To:" in
 10 the caption set out above. When a pleading is intended to be applicable to only some, but not all, of
 11 the consolidated actions, this Court's docket number for each individual action to which the pleading
 12 is intended to be applicable and the abbreviated case name of said action shall appear immediately
 13 after the words "This Document Relates To:" in the caption described above (*e.g.*, "No. 3:06-cv-
 14 04944-SI, *Flood v. Schwartz, et al.*").

15 5. A Master Docket and a Master File hereby are established for the above consolidated
 16 proceedings and for all other related cases filed in or transferred to this Court. Separate dockets shall
 17 continue to be maintained for each of the individual actions hereby consolidated, and entries shall be
 18 made in the docket of each individual case in accordance with the regular procedures of the clerk of
 19 this Court, except as modified by this Order.

20 6. When a pleading is filed and the caption shows that it is applicable to "All Actions,"
 21 the clerk of this Court shall file such pleading in the Master File and note such filing on the Master
 22 Docket. No further copies need be filed, and no other docket entries need be made.

23 7. When a pleading is filed and the caption shows that it is to be applicable to fewer than
 24 all of the consolidated actions, the clerk of this Court will file such pleading in the Master File only
 25 but shall docket such filing on the Master Docket and the docket of each applicable action.

26 8. When a case which properly belongs as part of *In re Asyst Technologies, Inc.*
 27 *Derivative Litigation* is filed in this Court or transferred to this Court from another court and
 28 assigned to Magistrate Judge LaPorte, the clerk of this Court shall:

- 1 (a) Place a copy of this Order in the separate file for such action;
- 2 (b) Mail to the attorneys for the plaintiff(s) in the newly-filed or transferred case a
- 3 copy of this Order and direct that this Order be served upon or mailed to any new defendant(s) or
- 4 their counsel in the newly-filed or transferred case; and
- 5 (c) Make an appropriate entry on the Master Docket. This Court requests the
- 6 assistance of counsel in calling to the attention of the clerk of this Court the filing or transfer of any
- 7 case which properly might be consolidated as part of *In re Asyst Technologies, Inc. Derivative*
- 8 *Litigation*.

9 **II. APPOINTMENT OF LEAD DERIVATIVE PLAINTIFFS AND CO-LEAD**

10 **DERIVATIVE COUNSEL**

- 11 9. Plaintiffs James G. Bussing and Thomas Flood shall be appointed Lead Plaintiffs.
- 12 10. The law firms of Lerach Coughlin Stoia Geller Rudman & Robbins LLP and The
- 13 Weiser Law Firm, P.C. shall be appointed Co-Lead Counsel for plaintiffs in the consolidated Asyst
- 14 shareholder derivative actions.¹
- 15 11. Co-Lead Counsel shall have authority to speak for plaintiffs in matters regarding
- 16 pretrial and trial procedure and settlement negotiations, and shall make all work assignments in such
- 17 manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative
- 18 or unproductive effort.
- 19 12. Co-Lead Counsel shall be responsible for coordination of all activities and
- 20 appearances on behalf of plaintiffs and for the dissemination to plaintiffs of notices and orders of this
- 21 Court. No motion, request for discovery or other pretrial proceedings shall be initiated or filed by
- 22 plaintiffs except through Co-Lead Counsel.
- 23
- 24

25 ¹ At this time, defendants take no position as to the appointment of James G. Bussing and

26 Thomas Flood as Lead Plaintiffs and Lerach Coughlin Stoia Geller Rudman & Robbins LLP and

27 The Weiser Law Firm, P.C. as Co-Lead Counsel. Lead Plaintiffs, through their undersigned

28 [proposed] Co-Lead Counsel, acknowledge and agree that defendants reserve all rights to object to

the appointment of James G. Bussing and Thomas Flood as Lead Plaintiffs, including that of

standing to pursue claims on behalf of Asyst.

13. Co-Lead Counsel also shall be available and responsible for communications to and from this Court from plaintiffs. Co-Lead Counsel shall be responsible for the creation and maintenance of a master service list of all parties and their respective counsel.

14. Defendants' counsel may rely upon all agreements made with Co-Lead Counsel, or other duly authorized representatives of plaintiffs, and such agreements shall be binding on plaintiffs.

III. SCHEDULE

15. Plaintiffs shall no later than 90 calendar days from the entry of this Order file and serve a Consolidated Complaint which will supersede all existing complaints filed in these actions. Defendants need not respond to any of the pre-existing complaints. Service, pursuant to Rule 4 of the Federal Rules of Civil Procedure, of any of the pre-existing complaints on any of the defendants, or their counsel, shall constitute sufficient service on that defendant.

16. Each defendant served pursuant to Rule 4 of the Federal Rules of Civil Procedure shall answer or otherwise respond to the Consolidated Complaint no later than 60 calendar days from the date of service. In the event that defendants file and serve any motion directed at the Consolidated Complaint, plaintiffs shall file and serve their opposition within 60 calendar days after the service of defendants' motion. If defendants file and serve a reply to plaintiffs' opposition, they will do so within 45 calendar days after service of the opposition.

IT IS SO STIPULATED.

DATED: September 1, 2006

LERACH COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
SHAWN A. WILLIAMS
MARIA V. MORRIS
MONIQUE C. WINKLER

s/SHAWN A. WILLIAMS
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Attorneys for Plaintiff James G. Bussing

7
8 I, Shawn A. Williams, am the ECF user whose ID and password are being used to file this
9 Stipulation and [Proposed] Order Consolidating Cases for All Purposes, Appointing Lead Plaintiffs
10 and Co-Lead Counsel, and Setting Schedule For Filing of Consolidated Complaint. In compliance
11 with General Order 45, X.B., I hereby attest that Robert B. Weiser has concurred in this filing.

12 DATED: September 1, 2006

THE WEISER LAW FIRM, P.C.
ROBERT B. WEISER

13
14 s/ ROBERT B. WEISER
ROBERT B. WEISER

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18 Attorney for Plaintiff Thomas Flood

19 I, Shawn A. Williams, am the ECF user whose ID and password are being used to file this
20 Stipulation and [Proposed] Order Consolidating Cases for All Purposes, Appointing Lead Plaintiffs
21 and Co-Lead Counsel, and Setting Schedule For Filing of Consolidated Complaint. In compliance
22 with General Order 45, X.B., I hereby attest that Dylan J. Liddiard has concurred in this filing.

23 DATED: September 1, 2006

WILSON SONSINI GOODRICH
24 ROSATI, P.C.
DOUGLAS J. CLARK
25 LEO CUNNINGHAM
DYLAN J. LIDDIARD

26
27 s/ DYLAN J. LIDDIARD
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Attorneys for Defendants Stephen S. Schwartz,
Robert J. Nickl, Anthony C. Bonora, Stanley J.
Grubel, Tsuyoshi Kawanishi, Robert A.
McNamara, Anthony E. Santelli, William Simon,
Walter W. Wilson, and Nominal Defendant Asyst
Technologies, Inc.

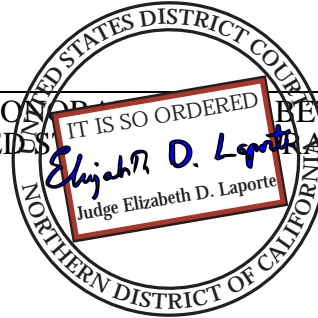
* * *

ORDER

IT IS SO ORDERED.

DATED: September 18, 2006

THE HONORABLE JUDGE BETH D. LaPORTE
UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA



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CERTIFICATE OF SERVICE

I hereby certify that on September 1, 2006, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses denoted on the attached Electronic Mail Notice List, and I hereby certify that I have mailed the foregoing document or paper via the United States Postal Service to the non-CM/ECF participants indicated on the attached Manual Notice List.

s/ SHAWN A. WILLIAMS

SHAWN A. WILLIAMS

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Mailing Information for a Case 3:06-cv-04669-EDL

Electronic Mail Notice List

The following are those who are currently on the list to receive e-mail notices for this case.

- **Travis E. Downs, III**
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- **Darren J. Robbins**
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Manual Notice List

The following is the list of attorneys who are **not** on the list to receive e-mail notices for this case (who therefore require manual noticing). You may wish to use your mouse to select and copy this list into your word processing program in order to create notices or labels for these recipients.

- (No manual recipients)